

EXHIBIT A

1 A. It varies over time. I think of
2 Trident as looking at the history here from 2003
3 forward as starting as a start up. I guess
4 they've been around now for about seven years, I
5 think of that as a very small business. I'm not
6 sure I can tell you percentage.

7 I think over time I have probably
8 represented those businesses or the principles in
9 those businesses, certainly multi-dozens, may be
10 more than 100, may be more than that, I don't know
11 exactly.

12 Q. Well, my question was -- let me
13 backtrack. You said you represent or counsel
14 businesses about 20 percent of your practice; is
15 that correct?

16 A. I think that's probably about right.
17 It varies a lot over time.

18 Q. So for the year 2010, what percentage
19 of that 20 percent were businesses the size of
20 Trident as they currently are?

21 A. I don't know if I can put a percentage
22 on it. It's just what I do. It's -- I'm engaged

1 in that kind of counseling a lot. I can't tell
2 you that I have made like a study of the
3 percentage break down. Some of the things that
4 we're talking about, trademark issues are
5 sometimes for very small clients. In other words,
6 some that overlaps.

7 Q. I'm specifically talking about the
8 type of opinion you're engaged to render in this
9 case for that size business in that area. What
10 percentage of your practice is that?

11 MR. BRIGGS: Objection. Are you now
12 asking about 2010 again?

13 MR. JACOBOWITZ: That's correct.

14 A. I have a hard time putting a
15 percentage on it. I have a number of clients that
16 are small businesses that I'm familiar with their
17 minute books, I'm familiar with what they're doing
18 in terms of, you know, their filings. I'm the
19 registered agent for, I don't know you could check
20 with the Virginia State Corporation Commission but
21 I would guess I'm registered agent for 20, 30 I'm
22 not sure. I don't have a count. So I'm seeing

1 answer.

2 A. What I'm saying is a percentage is a
3 little difficult and I think you're misreading the
4 percentages because some of that overlaps. I'm
5 counseling small businesses on trademark matters.
6 I'm counseling them with respect to claims that
7 they may have or not. I'm also directly involved
8 in some litigation. Over time some of my
9 experience with these kinds of clients has to do
10 with situations where they come and first see me,
11 for example, long after they were initially
12 incorporated and now something is going on, maybe
13 they've been sued, maybe they have some dispute
14 going on.

15 And in the course of that I say to them
16 well, can you get me the corporate documents. And
17 so I'm having a little bit of trouble with the
18 percentage because I don't think of it that way
19 but what I can tell you as I say, as I am trying
20 to get a grip on what you're trying to ask, I'm
21 registered agent for a lot of these businesses.
22 Not all -- by the way, I'm not registered agent

1 A. No.

2 Q. What is the hourly rate you are
3 charging in this case?

4 A. \$400.00 an hour.

5 Q. What were you asked to provide an
6 opinion on?

7 A. Essentially to compare the practices
8 of Trident with respect to various corporate
9 actions to what I have seen and believed to be the
10 case with other small closely-held corporations.

11 Q. And were these corporations located in
12 Virginia?

13 A. Most would have been.

14 Q. Have you ever been engaged to
15 represent a company that was incorporated in North
16 Carolina?

17 A. Not that I recall.

18 Q. What did you review before you came to
19 your opinion?

20 A. The things that were listed in my
21 expert report.

22 Q. Would it help you if I showed you your

1 MR. BRIGGS: Objection. Go ahead and
2 respond if you can without revealing confidential
3 communications.

4 A. I have had clients that are all over
5 the map in terms of what they have done on
6 including tax returns but the range of issues that
7 are addressed in this.

8 BY MR. JACOBVITZ:

9 Q. And you don't see anything wrong with
10 not filing tax returns for five years?

11 A. I didn't say that.

12 Q. Do you think it's improper?

13 A. I think it's going to cause them -- if
14 it's a federal return, I think it's going to give
15 them issues with the IRS.

16 Q. In fact it's illegal to not file tax
17 returns for five years; isn't that correct?

18 A. I'm not a criminal lawyer but I think
19 that's true.

20 Q. And based on your experience it's
21 illegal in the state law to not file tax returns;
22 isn't that correct?

1 A. I think that's partially true but I'm
2 not a criminal lawyer.

3 Q. But yet your opinion is they're
4 consistent with what other small businesses do,
5 they being Trident, by not filing tax returns?

6 A. It happens and they file the returns
7 late and sometimes they don't file until somebody
8 points out an issue, then they go back and they
9 back file or they amend.

10 Q. But you would never advise your
11 clients to not file tax returns for five years;
12 isn't that correct?

13 A. I would not advise them to do that.

14 Q. And you are aware of whether in fact
15 Trident faced dissolution in the state of North
16 Carolina?

17 MR. BRIGGS: Objection. Asked and
18 answered.

19 A. Well, as I said there's a document in
20 the list that I have given you attached to my
21 report where the Secretary of State sent a notice
22 that as I recall it said that they had not filed

1 and you have never looked at the North Carolina

2 law; is that correct?

3 A. I'm giving -- no, that's not correct.

4 I'm expressing an opinion about the practices of

5 small, closely-held corporations on these range of

6 corporate actions. I'm not expressing an opinion

7 about what the law is.

8 Q. But your opining about the corporate

9 actions for a North Carolina corporation and

10 you've never looked at the North Carolina law;

11 isn't that right?

12 A. I'm not a North Carolina lawyer and I

13 haven't looked at North Carolina law on this.

14 Q. And you're certainly not an expert on

15 North Carolina law; isn't that correct?

16 A. That's absolutely correct.

17 Q. Have you ever represented a North

18 Carolina corporation before?

19 A. Over 30 years it's possible but I

20 can't tell you the specific one.

21 Q. Have you ever waived into North

22 Carolina bar as pro hoc or?

1 I think the things that we've been talking about
2 and are listed in my report are all the subjects
3 that one would look to in a case where piercing
4 the corporate veil is at issue.

5 BY MR. JACOBVITZ:

6 Q. You're not opining on whether
7 Airtronic should be allowed to pierce the
8 corporate veil here, are you?

9 A. I'm not.

10 Q. You're aware that Mr. Hillenburg
11 testified that he did not notice shareholders
12 meetings every time in writing; is that correct?

13 MR. BRIGGS: Objection. Asked and
14 answered. Go ahead and respond again.

15 A. The reason I'm hesitating is I believe
16 from the records that I saw that he did not and
17 what I can't remember is whether he also testified
18 to that. But would not surprise me because I saw
19 no evidence of it.

20 MR. JACOBVITZ: Can we mark this as
21 Exhibit 12.

22 (Deposition Exhibit No. 12 was marked for